

DIVISION BENCH
COURT - I

O-217

NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH
KOLKATA

C.P.(CAA)/212(KB)2023
IN
C.A.(CAA)/157(KB)2022

**CORAM: 1. HON'BLE MEMBER(J), SMT. BIDISHA BANERJEE
2. HON'BLE MEMBER(T), SHRI BALRAJ JOSHI**

ATTENDANCE-CUM-ORDER SHEET OF THE HEARING ON 17TH MAY 2024

IN THE MATTER OF	SHREE SAMRIDDHI VINAYAK PRIVATE LIMITED
UNDER SECTION	SEC. 230-232 - SECOND MOTION

Appearances via video conference/physically

Mr. V.N. Dubey, Adv.

] For the Petitioner

ORDER

1. Ld. Counsel for the petitioner present.
2. The instant petition has been filed under Section 230 read with Section 232 of the Companies Act, 2013 (“Act”) for sanction of the Scheme of Amalgamation of Attic Dealcom Private Limited (Applicant No. 1/Transferor Company), Adya Merchant Private Limited (Applicant No. 2/Transferor Company), Highgrowth Merchant Private Limited (Applicant No. 3/Transferor Company), hereinafter referred to as the Transferor Companies and Shree Samriddhi Vinayak Private Limited (**Applicant No. 4/Transferee Company**), hereinafter referred to as the **Transferee Company**, is proposed to be amalgamated with the Transferee Company from Appointed Date, viz 01.04.2022 in the manner and on the terms and conditions stated in the said Scheme of Amalgamation (“**The Scheme**”).

3. By an order dated **27.04.2023** in Company Application (CAA) No. 157/KB/2022, this Tribunal made the following directions with regard to meetings of shareholders and creditors under Section 230(1): -

“a) In view of the consents given through affidavit by all the equity shareholders and unsecured creditors of the Applicant Companies, the meeting of equity shareholders and unsecured creditors is hereby dispensed with.”

4. Ld. Counsel appearing for the Petitioners submits that the said meetings have already been dispensed vide order dated 27.04.2023 and the Petitioners now seek admission of the instant petition presented by them for sanction of the Scheme.

5. The Learned Counsel for the Petitioners further submits that in compliance with Section 230(5) of the Companies Act, 2013 and the said order dated 27.04.2023 made in the Company Application (CAA) No. 157/KB/2022, notice along with all accompanying document has already been served on **10.05.2023** on the Statutory/Sectoral Authorities, as directed by the said order, including upon the Regional Director, Eastern Region, Ministry of Corporate Affairs, Kolkata; Registrar of Companies with whom the Petitioners are registered; Official Liquidator and served on **12.05.2023** to Income Tax Department having jurisdiction over the Petitioners;. An affidavit proving service dated **19.05.2023** as aforesaid, has been filed by the Petitioners. The Authorities as aforesaid have not filed the representation so far.

6. Upon perusing the records and documents in the instant proceedings and considering the submissions made on behalf of the Petitioners, we admit the instant petition and fix the next date of hearing on **03.07.2024**

7. At least 10 (Ten) clear days before the said date fixed for hearing, the Petitioners shall cause notice of hearing to be advertised in the **“Business Standard”** in English and **“Aajkaal”** in Bengali as per Rule 16(1) of the Companies (Compromises Arrangements and Amalgamations) Rules, 2016 (“CAA Rules”).

8. Another notice pursuant to Section 230(5) of the Companies Act, 2013 along with accompanying documents, including the copies of the aforesaid Scheme and statement under the provisions of the Companies Act, 2013, assent earlier, shall be served again on the aforesaid Statutory Authorities by sending the same to them by hand delivery or speed post and by e-mail within two weeks from the date of receiving this order. The notice shall specify the next date of next date of hearing of the petition, as aforesaid,

and state that representation, if any, and if not already filed, should be filed before this Tribunal not later than 7 days before the next date of hearing of the petition and a copy of such representation is received by the Tribunal within such period, it shall be presumed that such Authorities have no representation to make on the said Scheme. Such notice shall be sent in Form No.CAA-3 of the CAA Rules with necessary variations, incorporating the directions herein.

9. The Petitioners are directed to file an affidavit confirming the compliance of the above-mentioned directions of this Tribunal, 3 (three) before the next date of hearing.
10. The Petitioners may also file the rejoinder affidavit(s) dealing with the objections/observations, if any, of the Authorities, 2 (two) days before the next date of hearing.

Balraj Joshi
Member (Technical)

Bidisha Banerjee
Member (Judicial)